

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	X : <b>Chapter 11 Case No.</b>
	:
<b>LEHMAN BROTHERS HOLDINGS INC., et al.,</b>	: <b>08-13555 (JMP)</b>
	:
<b>Debtors.</b>	: <b>(Jointly Administered)</b>
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	X

**ORDER PURSUANT TO SECTIONS 105 AND 363 OF THE  
BANKRUPTCY CODE APPROVING THAT CERTAIN INTERIM  
FUNDING AGREEMENT BY AND AMONG ALFRED H. SIEGEL, AS  
LIQUIDATING TRUSTEE OF THE SUNCAL DEBTORS, LEHMAN  
COMMERCIAL PAPER, INC., FIDELITY NATIONAL TITLE INSURANCE  
COMPANY, AND FIRST AMERICAN TITLE INSURANCE COMPANY**

Upon the motion, dated September 2, 2011 ( “Motion”),<sup>1</sup> of Lehman Commercial Paper Inc. (“LCPI” and, together with its affiliated debtors in the above-referenced chapter 11 cases, the “Debtors”), pursuant to sections 105 and 363 of Title 11 of the United States Code (the “Bankruptcy Code”) for authorization to enter into and approval of an agreement with respect to the funding of certain settlements and the allocation of distributions to be made from certain reserves to be established in the confirmed chapter 11 cases of the SunCal Debtors pursuant to the Interim Funding Agreement (the “Agreement”); and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided in accordance with the

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion or the Agreement.

procedures set forth in the amended order entered June 17, 2010 governing case management and administrative procedures [Docket No. 9635] to (i) the United States Trustee for the Southern District of New York; (ii) the attorneys for the Official Committee of Unsecured Creditors; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) counsel to the SunCal Trustee, and (vii) all parties who have requested notice in these chapter 11 cases, and it appearing that no other or further notice need be provided; and the Court having found and determined that LCPI exercised its sound business judgment in deciding to enter into the Agreement for the use of distributions to which it is entitled to under the SunCal Plan and that the legal and factual bases set forth in the Motion and on the record establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that, pursuant to Sections 105 and 363 of the Bankruptcy Code, the Interim Funding Agreement is approved, and LCPI is duly authorized to (i) consummate all of the transactions contemplated thereby and (ii) execute and deliver such documents and instruments and to take such other actions as may be reasonably necessary to consummate the transactions contemplated by the Agreement, it being understood that any actions described in this paragraph taken by LCPI or its affiliates may be taken without the necessity of any further Court proceedings or approval and shall be conclusive and binding in all respects on all parties in interest in these cases; and it is further

ORDERED that the Agreement and any related agreements, documents or other instruments may be modified, amended or supplemented by the parties thereto, in a writing signed by such parties, and in accordance with the terms thereof, without further order of the

Court, *provided, however*, that any material modification, amendment or supplement shall be presented for Court approval by motion of the parties thereto; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order; *provided, however* nothing contained in this decretal paragraph is intended to reduce the exclusive jurisdiction of or predetermine any concurrent jurisdiction otherwise vested in the Bankruptcy Court for the Central District of California in the confirmed chapter 11 cases of the SunCal Debtors.

Dated: New York, New York  
September 15, 2011

s/ James M. Peck  
Honorable James M. Peck  
United States Bankruptcy Judge